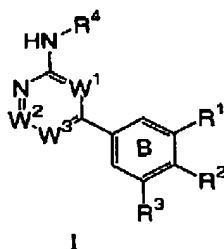


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AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Previously presented) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

W^1 is nitrogen or CH, W^2 is nitrogen or $C-(U)_pR^U$, and W^3 is nitrogen or $C-(V)_qR^V$;

p and q are each independently 0 or 1;

R^U and R^V are each independently R or Ar^1 ;

U and V are each independently a bond or a C_{1-6} alkylidene chain, wherein up to two methylene units of the chain are optionally and independently replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR;

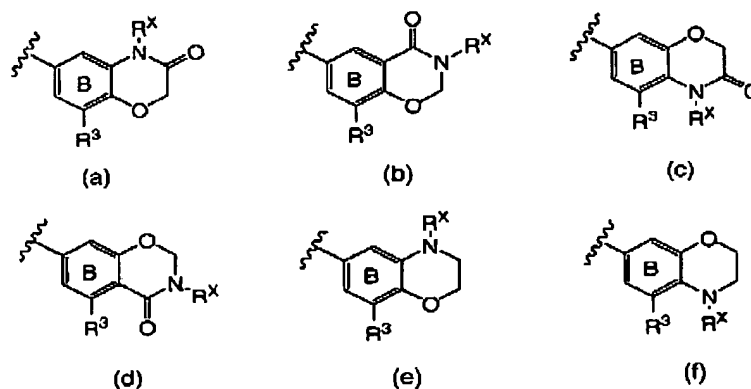
each occurrence of R is independently hydrogen or an optionally substituted C_1 - C_4 aliphatic, or two R bound to the same nitrogen atom are optionally taken together with the nitrogen atom to form a 3-7 membered saturated, partially unsaturated, or fully unsaturated ring having 0-2 additional heteroatoms independently selected from nitrogen, oxygen, or sulfur;

Ar^1 is a 5-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or

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sulfur; wherein Ar^1 is optionally substituted with m independent occurrences of $Z-R^5$; wherein m is 0-5, Z is a bond or is a C_1-C_6 alkylidene chain wherein up to two methylene units of Z are optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR; and each occurrence of R^5 is independently hydrogen, an optionally substituted aliphatic, heteroaliphatic, aryl or heteroaryl group, halogen, NO_2 , CN, OR, SR, $N(R)_2$, NRCOR, $NRCON(R)_2$, $NRCO_2R$, COR, CO_2R , OCOR, $CON(R)_2$, $OCON(R)_2$, SOR, SO_2R , $SO_2N(R)_2$, $NRSO_2R$, $NRSO_2N(R)_2$, COCOR, or $COCH_2COR$;

R^1 and R^2 are taken together and fused to ring B to form a heterocyclic moiety selected from one of formulae (a) through (f):



wherein each occurrence of R^X is independently hydrogen, QR, or Q_nAr^1 ; n is zero or one;

and Q is an optionally substituted C_{1-4} alkylidene chain wherein one methylene unit of Q is optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR;

R^3 is hydrogen, halogen, QR, Q_nCN , Q_nNO_2 , or Q_nAr^1 ; and

R^4 is Ar^1 , or $T-Ar^1$;

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wherein T is a C₁₋₂ alkylidene chain wherein one methylene unit of T is optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR.

2. (Previously presented) The compound of claim 1, wherein R¹ and R² taken together form the heterocyclic moiety of formula (a) and R^X is hydrogen or optionally substituted C₁₋₆ aliphatic.
3. (Original) The compound of claim 1, wherein R^X is hydrogen, methyl, ethyl, propyl, n-butyl, tert-butyl, pentyl, cyclopentyl, hexyl, cyclohexyl, C₁₋₆alkyl substituted with N(R)₂, or C₁₋₆alkyl substituted with Ar¹.
4. (Original) The compound of claim 1, wherein R^X is hydrogen, methyl, or C₁₋₂alkyl substituted with a group selected from optionally substituted phenyl, pyridyl, morpholino, piperidinyl, or piperazinyl.
5. (Original) The compound of claim 1, wherein R³ is hydrogen, halogen, QR or QAr¹, wherein Q is a C₁₋₃ alkylidene chain wherein one methylene unit of Q is optionally replaced by -O-, -S-, -NHCO-, or -NR-, and Ar¹ is an optionally substituted 5-6 membered saturated, partially unsaturated, or fully unsaturated ring having 0-2 heteroatoms independently selected from nitrogen, oxygen, or sulfur.
6. (Original) The compound of claim 1, wherein R³ is hydrogen, OH, OCH₃, OCH₂CH₃, NHCOMe, NH₂, NH(C₁₋₄ aliphatic), N(C₁₋₄ aliphatic)₂, O(CH₂)₂morpholin-4-yl, O(CH₂)₂NH₂, O(CH₂)₂NH(C₁₋₄ aliphatic), O(CH₂)₂N(C₁₋₄ aliphatic)₂, Br, Cl, or F.
7. (Original) The compound of claim 1, wherein R³ is hydrogen.

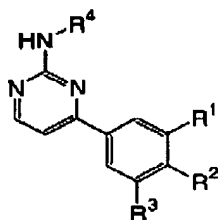
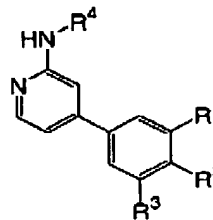
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8. (Original) The compound of claim 1, wherein R^4 is a 6-membered saturated, partially unsaturated, or aryl ring having 0-3 nitrogens, a 9-10 membered bicyclic aryl ring having 0-2 nitrogen atoms, or a 5 membered heteroaryl ring having 2-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each ring is optionally substituted.
9. (Original) The compound of claim 1, wherein R^4 is optionally substituted phenyl, cyclohexyl, naphthyl, pyridyl, pyrimidinyl, triazinyl, thiazolyl, thiadiazolyl, pyrazolyl, isoxazolyl, indazolyl, or benzimidazolyl.
10. (Original) The compound of claim 1, wherein R^4 is an optionally substituted phenyl group.
11. (Original) The compound of claim 8, wherein each occurrence of Z is independently a bond or a C_{1-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by -O-, -S-, -SO₂-, or -NH-; and each occurrence of R^5 is independently hydrogen, C_{1-6} aliphatic, halogen, NO₂, OR, N(R)₂, or optionally substituted phenyl, pyridyl, or pyrimidinyl.
12. (Previously presented) The compound of claim 8, wherein each occurrence of ZR^5 is independently Cl, F, Br, methyl, ethyl, t-butyl, isopropyl, cyclopropyl, nitro, CN, OMe, OEt, CF₃, NH₂, phenyl, benzyl, benzyloxy, OH, methylenedioxy, SO₂NH₂, CONH₂, CO₂Me, phenoxy, O-pyridinyl, SO₂phenyl, nitrophenoxy, aminophenoxy, S-dimethylpyrimidine, NHphenyl, NH-methoxyphenyl, pyridinyl, phenol, chloro-fluoro-phenyl, dimethylaminophenyl, CF₃-phenyl, dimethylphenyl, chlorophenyl, fluorophenyl, methoxyphenoxy, chlorophenoxy, ethoxyphenoxy, and fluorophenoxy.
13. (Original) The compound of claim 1, wherein $(U)_pR^U$ and $(V)_qR^V$ are each independently hydrogen, halogen, NO₂, CN, OR, SR or N(R)₂, or C_{1-4} aliphatic optionally substituted with oxo, OR, SR, N(R)₂, halogen, NO₂ or CN.

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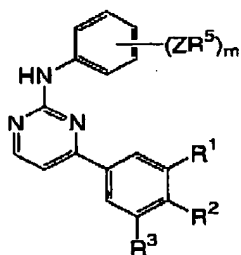
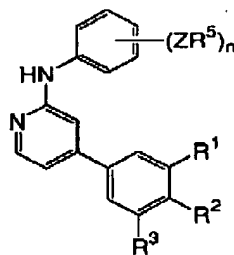
14. (Original) The compound of claim 1, wherein $(U)_pR^U$ and $(V)_qR^V$ are each independently hydrogen, Me, OH, or OMe.

15. (Original) The compound of claim 1, wherein W^1 is N or CH and compounds have the structure of Formula Ia or Ib:

**Ia****Ib**

or a pharmaceutically acceptable salt thereof.

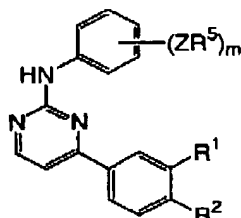
16. (Previously presented) The compound of claim 15, wherein R^4 is an optionally substituted phenyl group and compounds have the structure of Formula IIa or IIb:

**IIa****IIb**

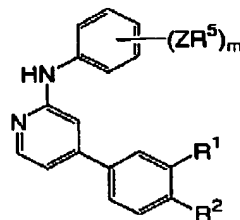
or a pharmaceutically acceptable salt thereof.

17. (Previously presented) The compound of claim 16, wherein R^3 is hydrogen, and compounds have the structure of Formula IIIa or IIIb:

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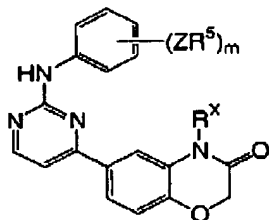
IIIa



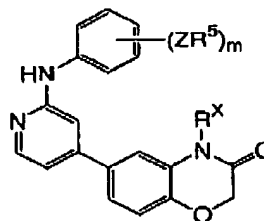
IIIb

or a pharmaceutically acceptable salt thereof.

18. (Previously presented) The compound of claim 16, wherein R^3 is hydrogen, and R^1 and R^2 taken together form the heterocyclic moiety of formula (a) and compounds have the structure of Formula IVa or IVb:



IVa



IVb

or a pharmaceutically acceptable salt thereof.

19. (Previously presented) The compound of claim 15, wherein

i) R^1 and R^2 taken together form the heterocyclic moiety of formula (a); where R^x is defined according to one of the following groups:

- (a) hydrogen or optionally substituted C_{1-6} aliphatic;
- (b) hydrogen, methyl, ethyl, propyl, n-butyl, tert-butyl, pentyl, cyclopentyl, hexyl, cyclohexyl, C_{1-6} alkyl substituted with $N(R)_2$, or C_{1-6} alkyl substituted with Ar^1 ; or

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(c) hydrogen, methyl, or C_{1-2} alkyl substituted with a group selected from optionally substituted phenyl, pyridyl, morpholino, piperidinyl, or piperazinyl.

ii) R^3 is defined according to one of the following groups:

(a) hydrogen, halogen, QR or QAr^1 , wherein Q is a C_{1-3} alkylidene chain wherein one methylene unit of Q is optionally replaced by -O-, -S-, -NHCO-, or -NR-, and Ar^1 is an optionally substituted 5-6 membered saturated, partially unsaturated, or fully unsaturated ring having 0-2 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

(b) hydrogen, OH, OCH_3 , OCH_2CH_3 , $NHCOMe$, NH_2 , $NH(C_{1-4} \text{ aliphatic})$, $N(C_{1-4} \text{ aliphatic})_2$, $O(CH_2)_2\text{morpholin-4-yl}$, $O(CH_2)_2NH_2$, $O(CH_2)_2NH(C_{1-4} \text{ aliphatic})$, $O(CH_2)_2N(C_{1-4} \text{ aliphatic})_2$, bromo, chloro, or fluoro; or

(c) hydrogen;

iii) R^4 is defined according to one of the following groups:

(a) a 6-membered saturated, partially unsaturated, or aryl ring having 0-3 nitrogens, a 9-10 membered bicyclic aryl ring having 0-2 nitrogens, or a 5 membered heteroaryl ring having 2-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein said ring is optionally substituted with $(ZR^5)_m$;

(b) an optionally substituted ring selected from phenyl, cyclohexyl, naphthyl, pyridyl, pyrimidinyl, triazinyl, thiazolyl, thiadiazolyl, pyrazolyl, isoxazolyl, indazolyl, or benzimidazolyl, wherein said ring is optionally substituted with $(ZR^5)_m$; or

(c) an optionally substituted phenyl group, wherein said phenyl group is optionally substituted with $(ZR^5)_m$;

iv) W^1 , W^2 and W^3 are defined according to one of the following groups:

(a) W^1 is nitrogen or CH, W^2 is nitrogen or $C-(U)_pR^U$, and W^3 is nitrogen or $C-(V)_qR^V$;

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- (b) W^1 is nitrogen or CH, W^2 is $C-(U)_pR^U$, and W^3 is $C-(V)_qR^V$; or
(c) W^1 is nitrogen or CH and W^2 and W^3 are each CH; and
v) $(U)_pR^U$ and $(V)_qR^V$ groups are defined according to one of the following groups:
(a) hydrogen, halogen, NO_2 , CN, OR, SR or $N(R)_2$, or C_{1-4} aliphatic optionally substituted with oxo, OR, SR, $N(R)_2$, halogen, NO_2 or CN;
(b) hydrogen, Me, OH, OMe or $N(R)_2$; or
(c) both $(U)_pR^U$ and $(V)_qR^V$ are hydrogen.

20. (Previously presented) The compound of any one of claims 16, 17, 18 or 19, wherein each occurrence of Z is independently a bond or a C_{1-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by -O-, -S-, - SO_2 -, or -NH-; and each occurrence of R^5 is independently hydrogen, C_{1-6} aliphatic, halogen, NO_2 , OR, $N(R)_2$, or optionally substituted phenyl, pyridyl, and pyrimidinyl.

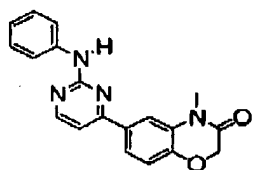
21. (Previously presented) The compound of claim 20, wherein each occurrence of ZR^5 is independently Cl, F, Br, methyl, ethyl, t-butyl, isopropyl, cyclopropyl, nitro, CN, OMe, OEt, CF_3 , NH_2 , phenyl, benzyl, benzyloxy, OH, methylenedioxy, SO_2NH_2 , $CONH_2$, CO_2Me , phenoxy, O-pyridinyl, SO_2 phenyl, nitrophenoxy, aminophenoxy, S-dimethylpyrimidine, NHphenyl, NH-methoxyphenyl, pyridinyl, phenol, chloro-fluoro-phenyl, dimethylaminophenyl, CF_3 -phenyl, dimethylphenyl, chlorophenyl, fluorophenyl, methoxyphenoxy, chlorophenoxy, ethoxyphenoxy, or fluorophenoxy.

22. (Previously presented) The compound of claim 18 having the formula IVa, wherein R^X is hydrogen or optionally substituted C_{1-6} aliphatic; m is 0, 1 or 2; and ZR^5 is Cl, F, Br, methyl, ethyl, t-butyl, isopropyl, cyclopropyl, nitro, CN, OMe, OEt, CF_3 , NH_2 , phenyl, benzyl, benzyloxy, OH, methylenedioxy, SO_2NH_2 , $CONH_2$, CO_2Me , phenoxy, O-pyridinyl, SO_2 phenyl, nitrophenoxy, aminophenoxy, S-dimethylpyrimidine, NHphenyl, NH-methoxyphenyl, pyridinyl, phenol, chloro-fluoro-phenyl, dimethylaminophenyl, CF_3 -phenyl,

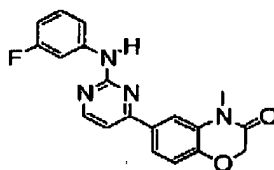
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dimethylphenyl, chlorophenyl, fluorophenyl, methoxyphenoxy, chlorophenoxy, ethoxyphenoxy, or fluorophenoxy.

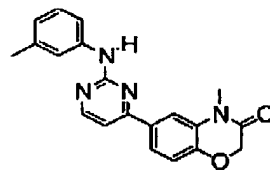
23. (Previously presented) The compound of claim 1, selected from one of the following compounds:



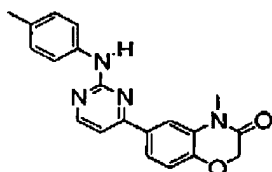
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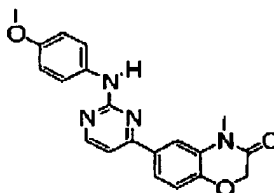
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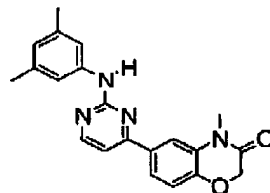
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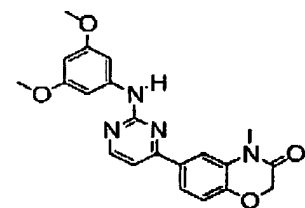
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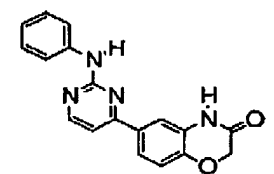
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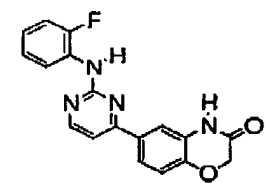
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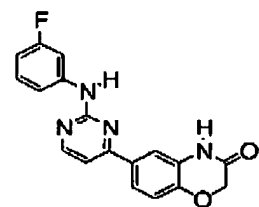
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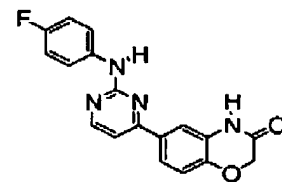
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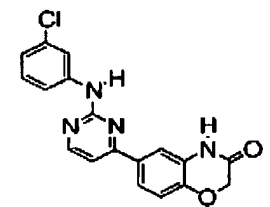
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IVa-10

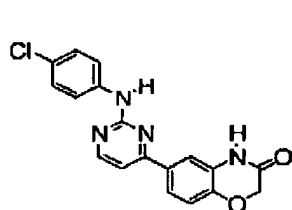


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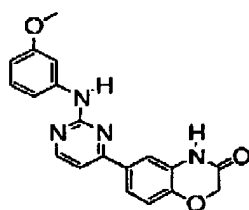


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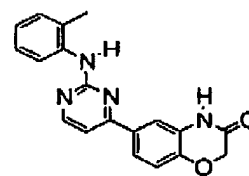
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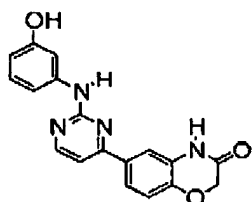
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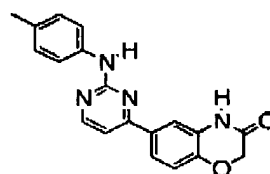
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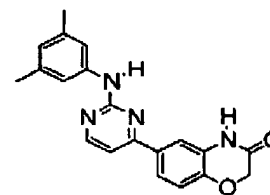
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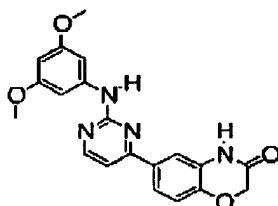
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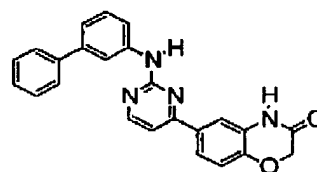
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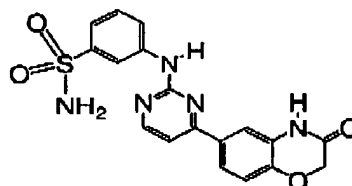
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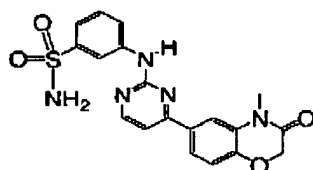
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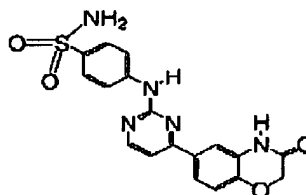
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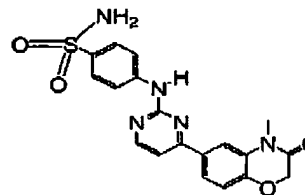
IVa-21



IVa-22

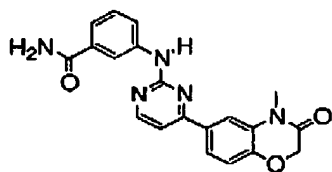
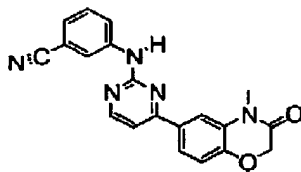
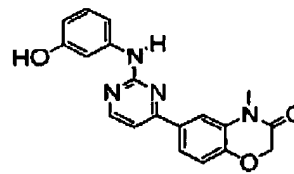
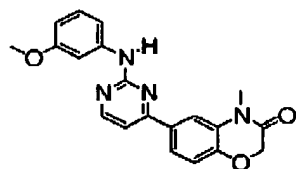
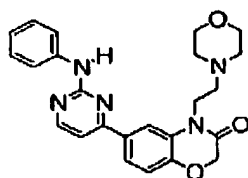
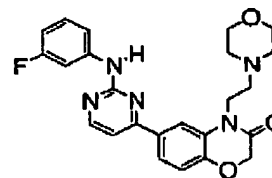
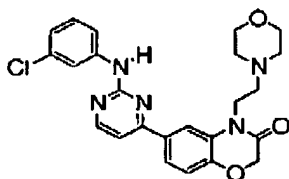
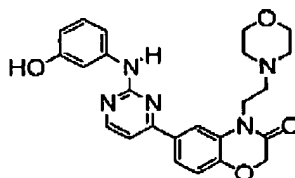
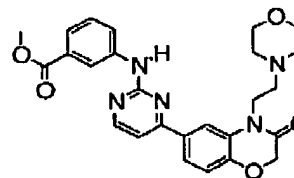
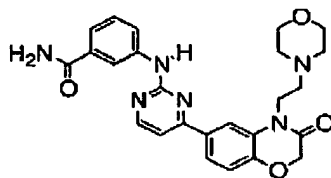
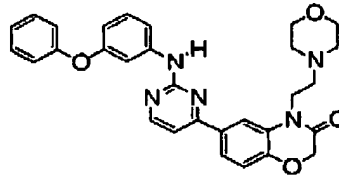
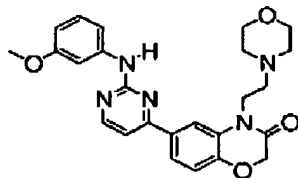
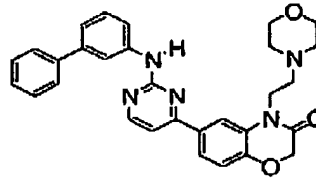


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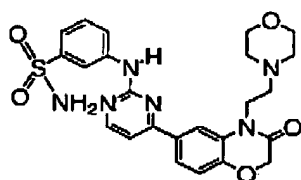


IVa-24

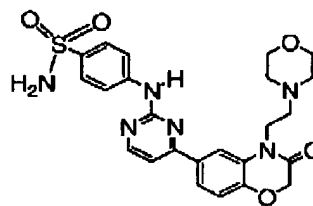
Applicants: Randy S. Bethiel et al.
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**IVa-25****IVa-26****IVa-27****IVa-28****IVa-29****IVa-30****IVa-31****IVa-32****IVa-33****IVa-34****IVa-35****IVa-36****IVa-37**

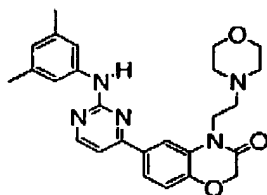
Applicants: Randy S. Bethiel et al.
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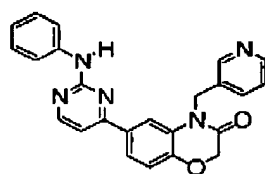
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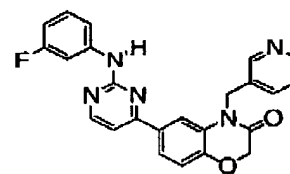
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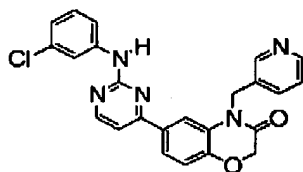
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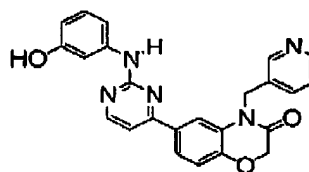
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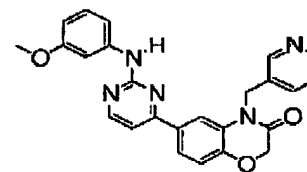
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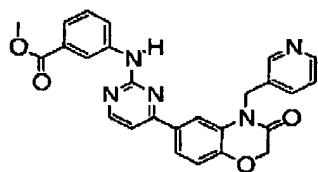
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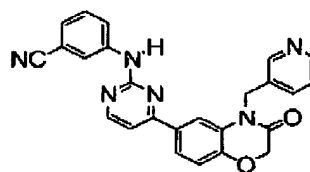
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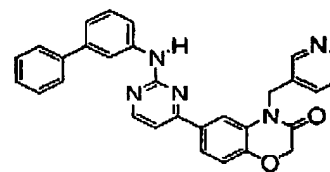
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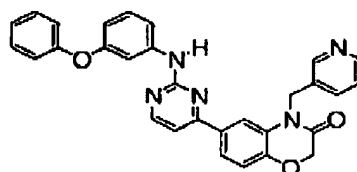
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IVa-47

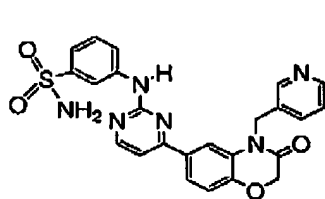
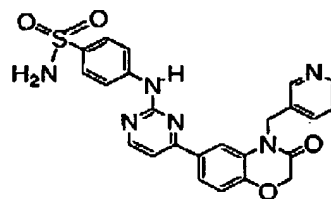
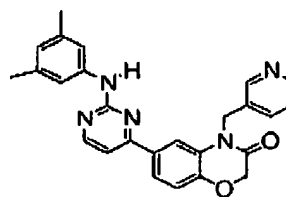
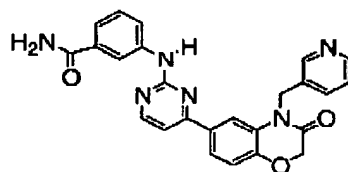
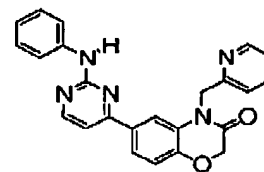
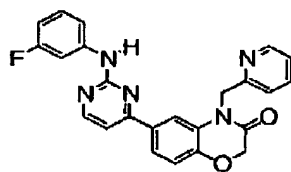
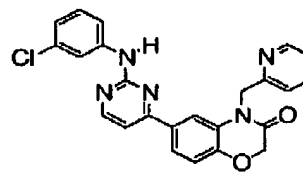
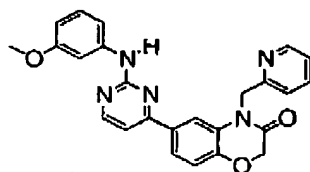
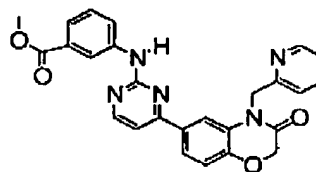
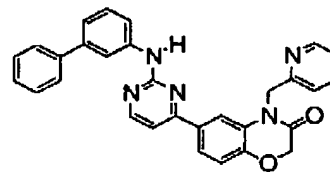


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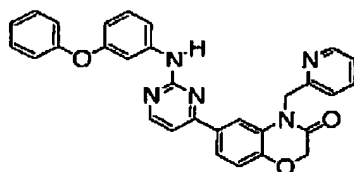
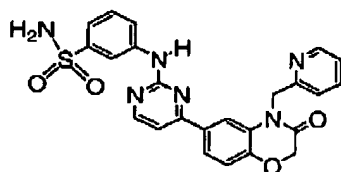
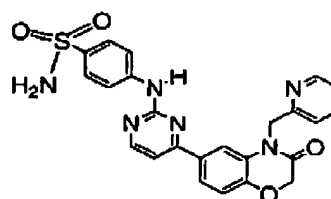
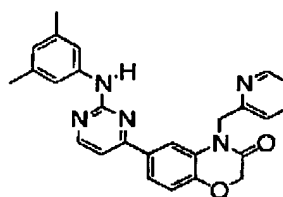
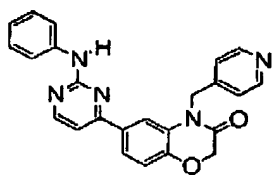
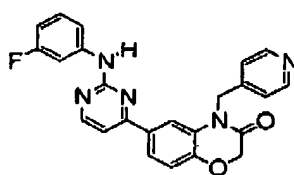
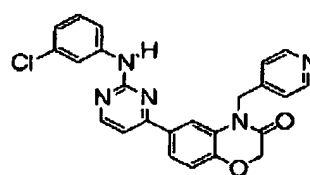
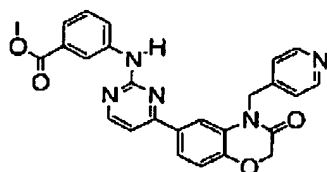
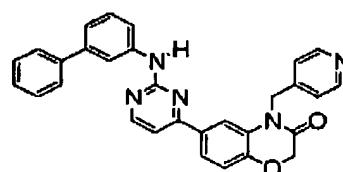


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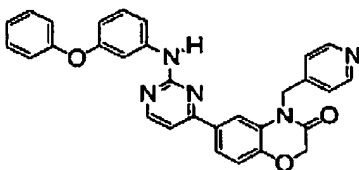
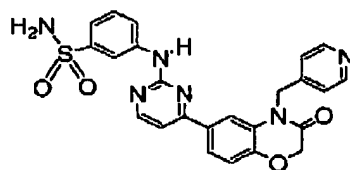
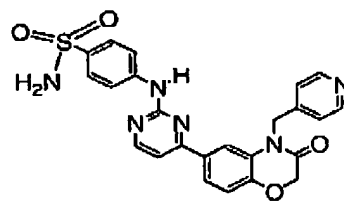
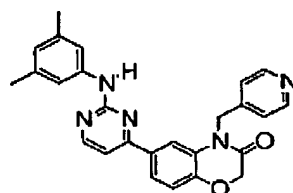
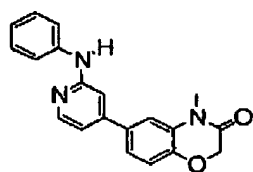
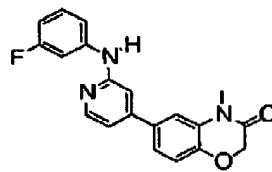
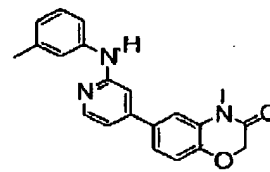
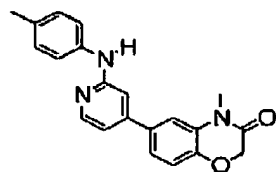
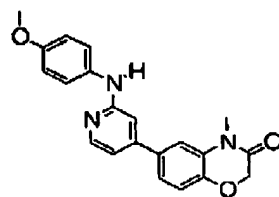
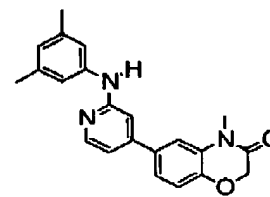
Applicants: Randy S. Bethiel et al.
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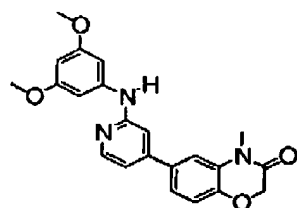
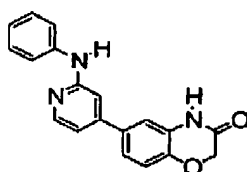
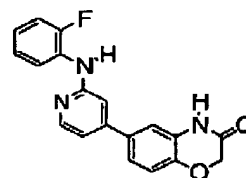
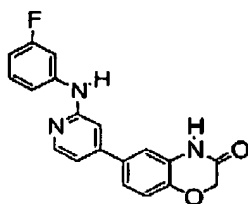
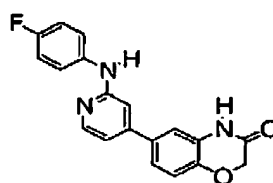
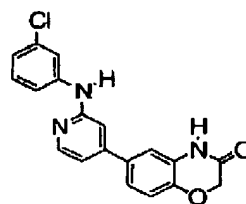
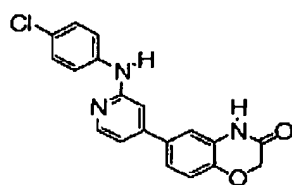
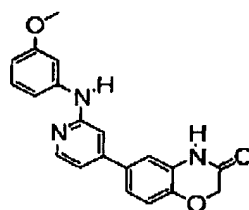
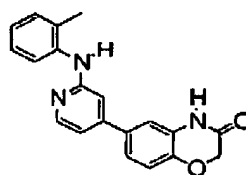
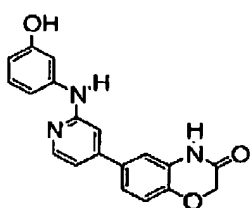
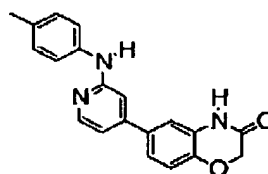
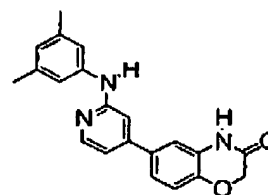
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**IVa-60****IVa-61****IVa-62****IVa-63****IVa-64****IVa-65****IVa-66****IVa-67****IVa-68**

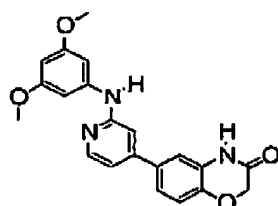
Applicants: Randy S. Bethiel et al.
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**IVa-69****IVa-70****IVa-71****IVa-72****IVb-1****IVb-2****IVb-3****IVb-4****IVb-5****IVb-6**

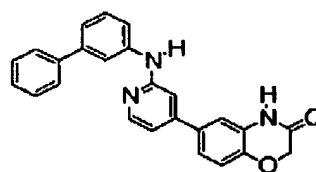
Applicants: Randy S. Bethiel et al.
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**IVb-7****IVb-8****IVb-9****IVb-10****IVb-11****IVb-12****IVb-13****IVb-14****IVb-15****IVb-16****IVb-17****IVb-18**

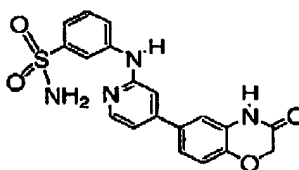
Applicants: Randy S. Bethiel et al.
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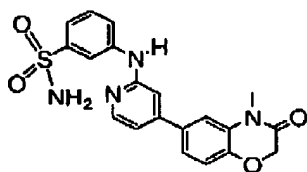
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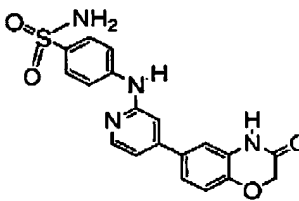
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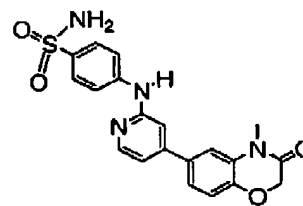
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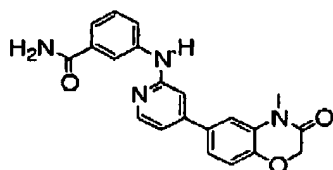
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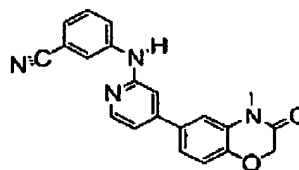
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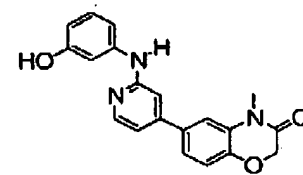
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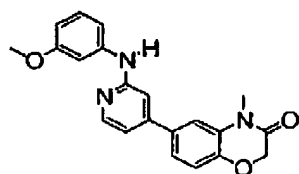
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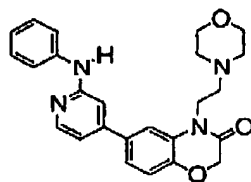
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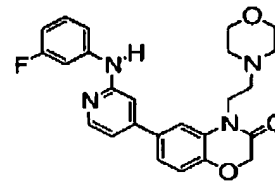
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IVb-28

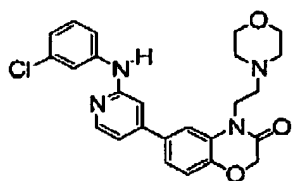


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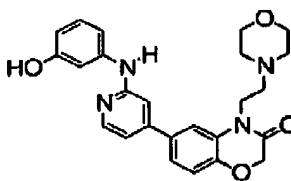


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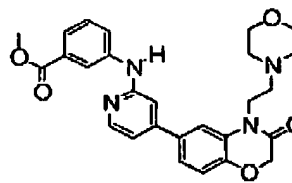
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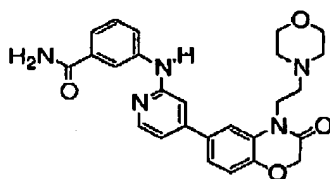
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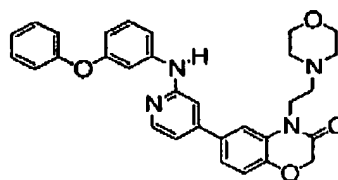
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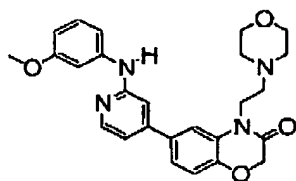
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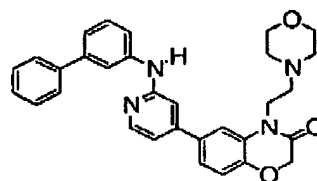
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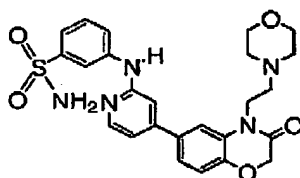
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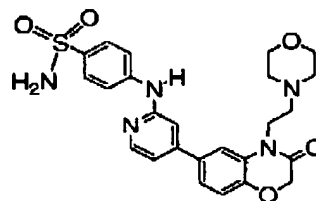
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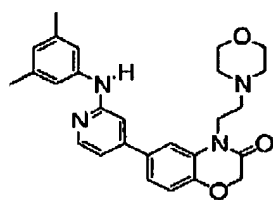
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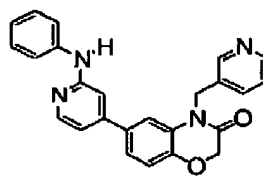
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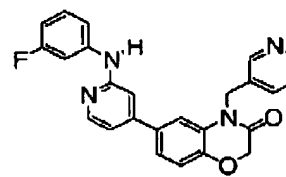
IVb-39



IVb-40

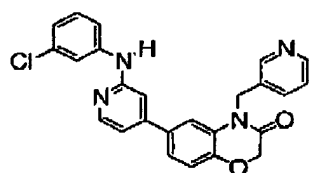
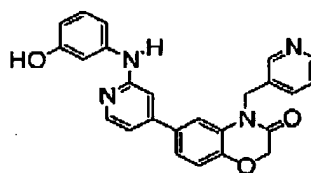
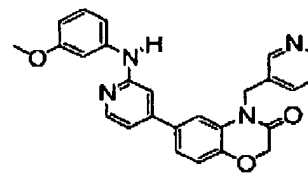
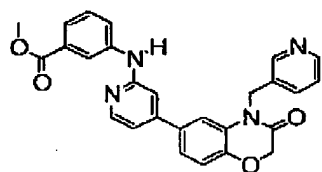
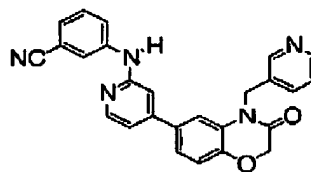
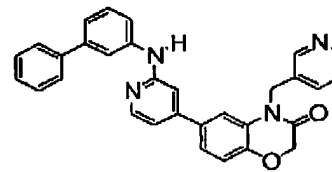
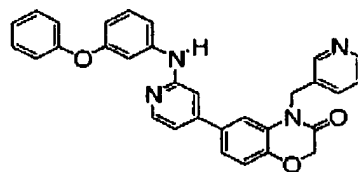
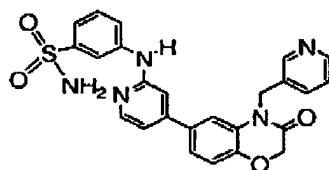
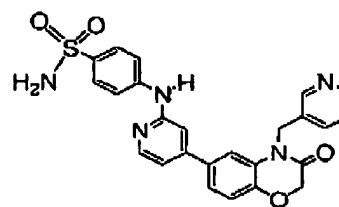
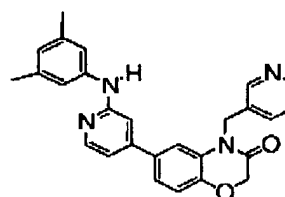


IVb-41

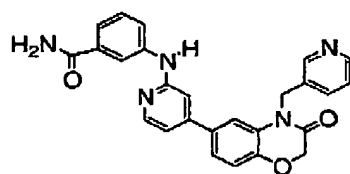


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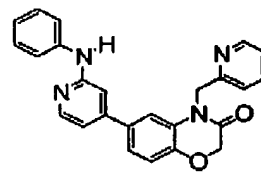
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**IVb-43****IVb-44****IVb-45****IVb-46****IVb-47****IVb-48****IVb-49****IVb-50****IVb-51****IVb-52**

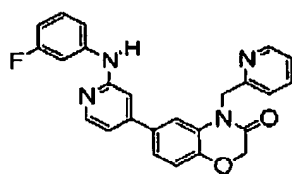
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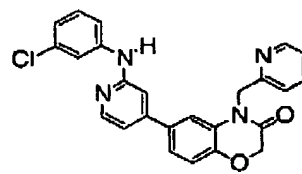
IVb-53



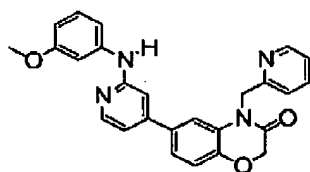
IVb-54



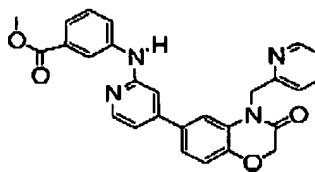
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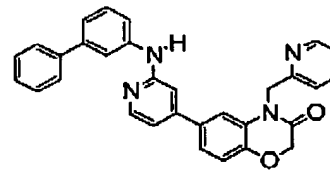
IVb-56



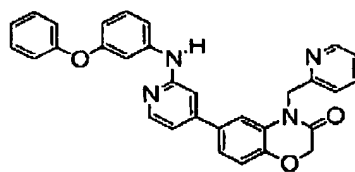
IVb-57



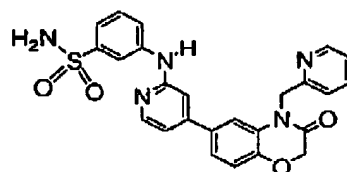
IVb-58



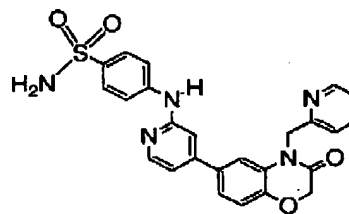
IVb-59



IVb-60

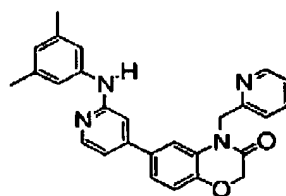
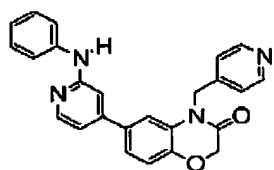
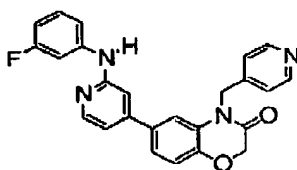
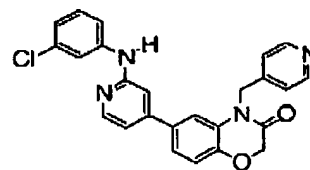
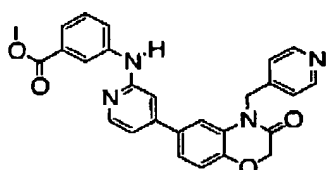
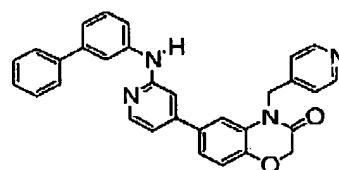
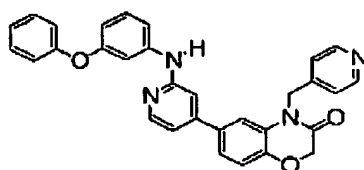
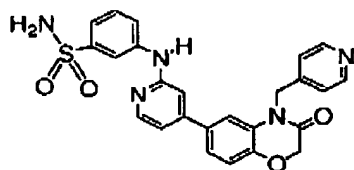
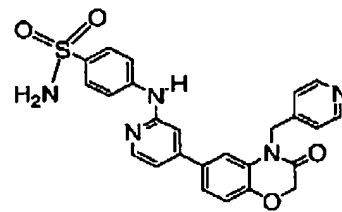


IVb-61

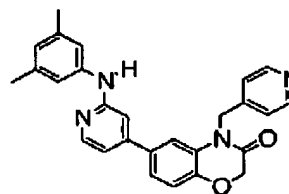


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**IVb-63****IVb-64****IVb-65****IVb-66****IVb-67****IVb-68****IVb-69****IVb-70****IVb-71**

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or IVb-72.

24. (Original) A pharmaceutical composition comprising a compound according to claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

25. (Canceled)

26. (Currently amended) A method of inhibiting JAK-3 kinase activity in a biological sample; [1:]

(a) a patient; or

(b) a biological sample;

which method comprises ~~administering to said patient, or~~ contacting said biological sample with a compound of claim 1 or a composition comprising said compound.

27. (Canceled)

28. (Currently amended) A method of treating or lessening the severity of a ~~The method of claim 27, wherein the~~ disease or disorder [[is]] selected from an allergic or type I hypersensitivity reaction, asthma, transplant rejection, graft versus host disease, rheumatoid arthritis, ~~amyotrophic lateral sclerosis, multiple sclerosis, Familial amyotrophic lateral sclerosis (FALS), or leukemia, or lymphoma~~ comprising administering to a subject in need thereof a compound of claim 1 or a composition comprising said compound.

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29. (Currently amended) The method of claim 28, comprising the further step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent, ~~a treatment for Alzheimer's Disease, a treatment for Parkinson's Disease, an agent for treating Multiple Sclerosis (MS), a treatment for asthma, an agent for treating schizophrenia, an anti-inflammatory agent, or an immunomodulatory or immunosuppressive agent, a neurotrophic factor, an agent for treating cardiovascular disease, an agent for treating destructive bone disorders, an agent for treating liver disease, an agent for treating a blood disorder, or an agent for treating an immunodeficiency disorder,~~ wherein:

said additional therapeutic agent is appropriate for the disease being treated; and
said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.